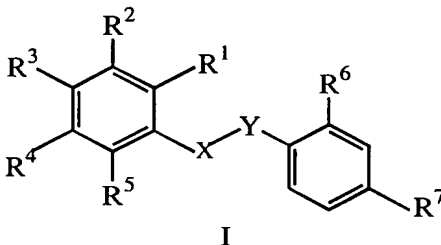


Amendments to the Claims

This claim listing will replace all prior versions of claims and claim listings in the application:

1. (Original) A compound represented by formula I:



or a pharmaceutically acceptable salt, ester, amide, or prodrug thereof,

wherein:

R¹ is selected from H, a halogen a C₁-C₄ alkyl optionally substituted with one or more halogens, a C₂-C₄ alkenyl optionally substituted with one or more halogens, and a C₂-C₄ optionally substituted with one or more halogens;

R² and R⁴ are each independently selected from H, a halogen, a C₁-C₄ alkyl optionally substituted with one or more halogens, a C₂-C₄ alkenyl optionally substituted with one or more halogens, a C₂-C₄ alkynyl optionally substituted with one or more halogens, a C₁-C₃ alkoxy optionally substituted with one or more halogens, a carbocyclic or heterocyclic ring optionally substituted with one or more halogens, a nitro, and NR¹³R¹⁴; or

R¹ and R² taken together form a five to eight-membered carbocyclic or heterocyclic ring optionally substituted with one or more R¹⁵;

R³ is selected from H, a halogen, an acyl, a methyl optionally substituted with one or more halogens, and a methoxy optionally substituted with one or more halogens; or

R² and R³ taken together form a five to eight-membered carbocyclic or heterocyclic ring optionally substituted with one or more R¹⁵; or

R^3 and R^4 taken together form a five to eight-membered carbocyclic or heterocyclic ring optionally substituted with one or more R^{15} ;

R^5 is selected from H, a halogen, a C_1 - C_6 alkyl optionally substituted with one or more halogens, a C_2 - C_6 alkenyl optionally substituted with one or more halogens, a C_2 - C_6 alkynyl optionally substituted with one or more halogens, C_1 - C_5 alkoxy optionally substituted with one or more halogens, C_1 - C_5 thioalkyl optionally substituted with one or more halogens, a C_2 - C_5 alkenyl optionally substituted with one or more halogens, C_2 - C_6 alkynyl optionally substituted with one or more halogens, a carbocyclic or heterocyclic ring optionally substituted with one or more R^{15} , an acyl, a nitro, and a $NR^{16}R^{17}$; or

R^4 and R^5 taken together form a five to eight-membered carbocyclic or heterocyclic ring optionally substituted with one or more R^{15} ;

R^6 is selected from H, a halogen, a methyl optionally substituted with one or more fluorines and a methoxy;

R^7 is selected from a CH_2OH , CHO , a carboxylic acid, a $(C(R^9)(R^{10}))_nCO_2H$, a $(C(R^9)(R^{10}))_nCO_2(CH_2)_mCH_3$, wherein n is 0, 1, or 2; and m is 0, 1, or 2;

R^9 and R^{10} are each independently selected from H, F, and OH; or R^9 and R^{10} taken together form an oxygen;

R^{13} and R^{14} are each independently selected from H, a C_1 - C_5 alkyl optionally substituted with one or more halogens, a C_2 - C_5 alkenyl optionally substituted with one or more halogens, a C_2 - C_5 alkynyl optionally substituted with one or more halogens, and a carbocyclic ring optionally substituted with one or more halogens; or R^{13} and R^{14} taken together with the nitrogen to which they are each bound to form a five to eight-membered heterocyclic ring;

R^{15} is selected from H, a halogen, NO_2 , a cyano, an acyl, a C_1 - C_3 alkyl optionally substituted with one or more halogens, a C_2 - C_3 alkenyl optionally substituted with one or

more halogens, a C₂-C₃ alkynyl optionally substituted with one or more halogens, a C₁-C₂ alkoxy optionally substituted with one or more halogens, a C₁-C₂ thioalkyl optionally substituted with one or more halogens, a C₂ thioalkenyl optionally substituted with one or more halogens, and a C₂ thioalkynyl optionally substituted with one or more halogens;

R¹⁶ and R¹⁷ are each independently selected from H, a C₁-C₅ alkyl optionally substituted with one or more halogens, a C₂-C₅ alkenyl optionally substituted with one or more halogens, C₂-C₅ alkynyl optionally substituted with one or more halogens, and a carbocyclic ring optionally substituted with one or more R¹⁵; and

X and Y are each independently selected from a methylene optionally substituted with one or more halogens, a C₁-C₂ alkyl optionally substituted with one or more halogens, a C₂ alkenyl, C₂ alkynyl optionally substituted with one or more halogens, O, S, a NR¹⁸, and benzyl optionally substituted with one or more fluorines, wherein

if X is methylene, then Y is selected from NR¹⁸, O and S;

if Y is methylene, then X is selected from NR¹⁸, O and S; and

R¹⁸ is selected from H a C₁-C₅ alkyl, a C₂-C₅ alkenyl, and a C₂-C₅ alkynyl,.

2. (Original) The compound of claim 1, wherein each of R¹, R², R³, R⁴ and R⁶ is H; and R⁷ is a C(R⁹)(R¹⁰)CO₂H.
3. (Original) The compound of claim 1, wherein R⁵ is selected from H, a halogen, C₁-C₆ alkyl optionally substituted with one or more halogens, and a carbocyclic or heterocyclic ring optionally substituted with one or more R¹⁵.
4. (Original) The compound of claim 2, wherein X and Y are each independently selected from methylene and O.
5. (Original) The compound of claim 1, wherein: each of R¹, R², R³, R⁴, and R⁵ is independently selected from H, a halogen and CF₃;

R⁶ is H; R⁷ is a CH₂CO₂H; and

X and Y are each independently selected from CH₂, O and S.

6. (Original) The compound of claim 5, wherein X is CH₂; and Y is O or S.
7. (Original) The compound of claim 6, wherein, Y is O.
8. (Original) The compound of claim 5, wherein, not more than three of R¹, R², R³, R⁴, and R⁵ are H.
9. (Original) The compound of claim 1, wherein, one of R³, R⁴, and R⁵ is selected from the group of trifluoromethoxy, alkoxy and phenoxy; and each of the other two of R³, R⁴, and R⁵ is H.
10. (Original) The compound of claim 1, wherein R¹ and R² taken together form a five to six-membered carbocyclic or heterocyclic ring optionally substituted with one or more R¹⁵.
11. (Original) The compound of claim 10, wherein:
 - R³ is H or halogen;
 - R⁴ and R⁶ are each H;
 - R⁵ is H or a C₁-C₄ alkyl optionally substituted with one or more halogens;
 - R⁷ is a CH₂CO₂H; X is CH₂; and Y is O or S.
12. (Original) The compound of claim 10, wherein:
 - R³, R⁴, and R⁶ are each H;
 - R⁵ is phenyl or acyl;
 - R⁷ is a CH₂CO₂H;
 - X is CH₂; and Y is O.
13. (Original) The compound of claim 10, wherein:
 - R³ is H or halogen;
 - R⁴, R⁵, and R⁶ are each H;
 - R⁷ is CH₂CO₂H;
 - X is NR¹⁸ or O; and

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Y is CH₂.

14. (Original) The compound of claim 1, wherein:

R³ and R⁴ taken together form a five to six-membered carbocyclic or heterocyclic ring optionally substituted with one or more R¹⁵.

15. (Original) The compound of claim 14, wherein:

R³ and R⁴ taken together form a phenyl ring.

16. (Original) The compound of claim 15, wherein:

R¹, R², and R₅ are each H;

R⁶ is selected from H, a halogen, and CH₃;

X is CH₂; and

Y is O.

17. (Original) The compound of claim 1, wherein:

R⁴ and R⁵ taken together form a five to six-membered carbocyclic or heterocyclic ring optionally substituted with one or more R¹⁵.

18. (Original) The compound of claim 17, wherein R⁴ and R⁵ taken together form a phenyl ring.

19. (Original) The compound of claim 18, wherein:

R¹ is selected from H, a halogen, and CH₃;

R², R³, and R⁶ are each H;

X is CH₂; and

Y is O.

20. (Original) The compound of claim 18, wherein:

R¹ is CH₃;

R², R³, and R⁶ are each H;

X is NR¹⁸ or O; and

Y is CH₂.

21. (Original) A compound selected from the group of:

4-(2-phenylbenzyloxy)phenylacetic acid (Compound 1); 4-[(2-trifluoromethyl)- α -methyl benzyloxy]phenyl acetic acid (Compound 3); 4-(2,5-dichlorobenzyloxy)phenyl acetic acid (Compound 4); 4-(2-chloro-6-fluorobenzyloxy)phenyl acetic acid (Compound 5); 4-(2-chloro-4-fluorobenzyloxy)phenyl acetic acid (Compound 6); 4-(2-fluoro-6-trifluoromethylbenzyloxy) phenyl acetic acid (Compound 7); 4-(2,6-difluorobenzyloxy)phenyl acetic acid (Compound 8); 4-(2-fluoro-4-bromobenzyloxy)phenyl acetic acid (Compound 9); 4-(3-fluorobenzyloxy)phenyl acetic acid (Compound 10); 4-(4-chloro-3-trifluoromethylbenzyloxy)phenyl acetic acid (Compound 11); 4-(1,2,5,6-tetrafluoro-4-methoxybenzyloxy)phenyl acetic acid (Compound 12); 4-(3-phenoxybenzyloxy)phenyl acetic acid (Compound 13); 4-(2-methylbenzyloxy)phenyl acetic acid (Compound 14); 4-(2-trifluoromethoxybenzyloxy)phenylacetic acid (Compound 15); 4-(2,3,5-trifluorobenzyloxy)phenylacetic acid (Compound 16); 4-(3-iodobenzyloxy)phenylacetic acid (Compound 17); 4-(2-naphthalenoxy)phenyl acetic acid (Compound 18); 4-[1-(2-bromo)naphthalenoxy]phenylacetic acid (Compound 19); 4-(1-naphthalenoxy)phenylacetic acid (Compound 20); 4-(2,5-bistrifluoromethylbenzyloxy)phenyl acetic acid (Compound 21); 4-[1-(2-methyl)naphthalenoxy]phenylacetic acid (Compound 22); 4-(2,4-bistrifluoromethylbenzyloxy)phenylacetic acid (Compound 23); 4-(4-benzoylbenzyloxy)phenylacetic acid (Compound 24); 4-[2-(5,6,7,8-tetrahydro-5,5,8,8-tetramethylnaphthyloxy)] phenylacetic acid (Compound 25); 4-[1-(2-methyl)naphthalenemethanethiol]phenyl acetic acid (Compound 26); 4-(4-fluoro-2,3-benzox-1,3-dioxanyloxy)phenylacetic acid (Compound 27); 4-(2-methyl-4-bromobenzyloxy)phenylacetic acid (Compound 28); 4-(2-chloro-4-fluorobenzylmercapto)phenylacetic acid (Compound 29); 3-methoxy-4-(2-

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phenylbenzyloxy)phenylacetic acid (Compound 30); 3-methoxy-4-(2-naphthalenoxy)phenylacetic acid (Compound 31); 4-(2-phenyl)benzylamino phenyl acetic acid (Compound 33); 4-(*N,N*-dibenzylamino)phenylacetic acid (Compound 34); 4-(2-(3-thienyl)benzyloxy)phenyl acetic acid (Compound 37); 4-[2-(5-acetyl-2-thienyl)]benzyloxy phenylacetic acid (Compound 38); 4-[2-(3-nitro)phenylbenzyloxy]phenyl acetic acid (Compound 39); 4-[2-(3-thienyl)-5-fluorobenzyl]phenyl acetic acid (Compound 40); 4-[2-(2-trifluoromethyl)phenylbenzyloxy]phenyl acetic acid (Compound 41); 4-[2-(2-methoxy)phenylbenzyloxy]phenyl acetic acid (Compound 42); 4-[2-(2,5-difluorophenyl)benzyloxy]phenylacetic acid (Compound 43); 4-[3-(2,4-difluorophenyl)benzyloxy]phenylacetic acid (Compound 44); 4-(3-pyridylbenzyloxy)phenylacetic acid (Compound 45); 4-[1-(2-phenyl)naphthalenoxy]phenylacetic acid (Compound 46); 4-{[4-bromo-(2-propan-1-one)]phenyloxy}methyl benzoic acid (Compound 47); 4-(2-acetyl-1-naphthyloxy)methyl benzoic acid (Compound 48); 4-{[4-bromo-(2-butan-1-one)]phenyloxy}methyl benzoic acid (Compound 49); 4-{[4-bromo-(2-butan-1-ol)]phenyloxy}methylbenzoic acid (Compound 50); 4-(2-*tert*-butyl-4-methylphenyl)phenyloxymethyl benzoic acid (Compound 51); 4-(2-*tert*-butylphenyloxy)methyl benzoic acid (Compound 52); 4-(5,6,7,8-tetrahydro-1-naphthylamino)methyl benzoic acid (Compound 53); 4-(2-benzoylphenyloxy)methyl benzoic acid (Compound 54); 4-[4-fluoro-(2,3'-methylenedioxy)methyl]methyl benzoic acid (Compound 55); 4-[2-(1-methylpropyl)phenylamino]methyl benzoic acid (Compound 56); 4-(2-*tert*-butylphenylamino)methyl benzoic acid (Compound 57); 3-chloro-4-(2-naphthylmethoxy)benzoic acid (Compound 58); 3-chloro-4-(2-phenylbenzyl)benzoic acid (Compound 59); 4-(2-trifluoromethylanilinomethyl)benzoic acid (Compound 60); 4-(2,4-bistrifluoromethylbenzyloxy)benzoic acid (Compound 61); 4-[(2-methyl-1-naphthyloxy)methyl]benzoic acid (Compound 63); 4-[(3-*tert*-butyl-5,5-

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dimethylindanoxy)methyl]benzoic acid (Compound 65); 4-[(2-methyl-1-naphthylamino)methyl]benzoic acid (Compound 68); and *N*-methyl-4-[(2-methyl-1-naphthylamino)methyl]benzoic acid (Compound 70) and pharmaceutically acceptable salts, esters, amides and prodrugs thereof.

22. (Original) A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 1.

23. (Canceled)

24. (Canceled)

25. (Canceled)

26. (Canceled)

27. (Canceled)

28. (Canceled)

29. (Canceled)

30. (Canceled)

31. (Canceled)

32. (Canceled)

33. (Canceled)

34. (Canceled)

35. (Canceled)

36. (Canceled)

37. (Canceled)

38. (Canceled)

39. (Canceled)

40. (Canceled)

41. (Canceled)

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42. (Canceled)

43. (Canceled)

44. (Original) A method of treating a patient having a condition selected from the group of syndrome X, non-insulin dependent diabetes mellitus, cancer, obesity, cardiovascular disease and dyslipidemia comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 1.

45. (Canceled)

46. (Canceled)

47. (Canceled)

48. (Canceled)

49. (Canceled)

50. (Canceled)

51. (Canceled)

52. (Canceled)

53. (Canceled)

54. (Canceled)

55. (Canceled)

56. (Canceled)

57. (Canceled)

58. (Canceled)

59. (Canceled)

60. (Canceled)

61. (Canceled)

62. (Canceled)

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63. (Canceled)